

PROS Holdings, Inc.  
Form SC 13G  
February 04, 2019

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G  
Under the Securities Exchange Act of 1934  
(Amendment No.    )\*

PROS Holdings, Inc.

Common Stock

7436Y 103

12/31/18

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- ☐ Rule 13d-1(b)
- ☐ Rule 13d-1(c)
- ☒ Rule 13d-1(d)

\*The  
remainder  
of this cover  
page shall  
be filled out  
for a  
reporting  
person's  
initial filing  
on this form  
with respect  
to the  
subject class  
of  
securities,  
and for any  
subsequent  
amendment

containing  
information  
which  
would alter  
the  
disclosures  
provided in  
a prior  
cover page.

The information required in the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 74346Y 103

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Names of Reporting  
Persons. I.R.S. Identification  
Nos. of above persons  
1 (entities only).  
Ronald F. Woestemeyer  
and Mariette M.  
Woestemeyer

Check the Appropriate Box  
if a Member of a Group (See  
2 Instructions)  
(a) " (b) "

3 SEC Use Only

Citizenship or Place of  
4 Organization

United States of America

Sole Voting Power

5 3,872,403

Shared Voting Power

6 0

Sole Dispositive Power

7 3,872,403

Shared Dispositive Power

8 0

Aggregate Amount  
Beneficially Owned by Each  
9 Reporting Person

3,887,403

Check if the Aggregate  
Amount in Row (9)  
10 Excludes Certain  
Shares (See Instructions)

Percent of Class  
Represented by Amount in  
Row 9  
10.3% \*

\* (Percentage calculation is  
11 based on the total  
outstanding shares reported  
to the New York Stock  
Exchange as of December  
31, 2018 by the transfer  
agent, and includes 570,545  
treasury shares.)

Type of Reporting  
12 Person (See Instructions)

IN

Item 1.

(a) Name of Issuer

PROS Holdings, Inc.

(b) Address of Issuer's Principal Executive Offices

3100 Main Street, Suite 900, Houston, TX 77002

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Item 2.

(a) Name of Person Filing

Ronald F. Woestemeyer and Mariette M. Woestemeyer

(b) Address of Principal Business Office or, if none, Residence

3100 Main Street, Suite 900, Houston, TX 77002

(c) Citizenship

United States of America

(d) Title of Class of Securities

Common Stock, par value \$0.001 per share

(e) CUSIP Number

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Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) " Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) " Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) " Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) " Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) " An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) " An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) " A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) " A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) " A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) " Group, in accordance with §240.13d-1(b)(1)(ii)(J).

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) The aggregate amount beneficially owned is 3,887,403 shares which consist of: (i) 131,934 shares held in the Ronald F. Woestemeyer and Mariette M. Woestemeyer - TIC; (ii) 950,000 shares held in the RMW 2009 Gift Trust LLC; (iii) 419,351 shares held in the RMW 2007 ILIT LLC; (iv) 603,548 shares held in the RMW-R 2007 Trust LLC; (v) 690,619 RMW-M 2007 Trust LLC; (vi) 226,522 shares held in the RMW 2012 Dynasty Trust LLC; (vii) 236,266 shares held in the RMW 2012 Legacy Trust LLC; (viii) 550,000 shares held in the ROMAKA LLC; (ix) 40,571<sup>(1)</sup> shares of common stock held by Mrs. Woestemeyer at a separate brokerage firm derived from five restricted stock unit grants that have vested; and (x) 23,592<sup>(2)</sup> shares of common stock held by Mr. Woestemeyer at a separate brokerage firm derived from four restricted stock unit grants that have vested; and (xi) 15,000 stock options exercised and held at a separate brokerage firm by Mrs. Woestemeyer.<sup>(3)</sup>

Mrs. Woestemeyer disclaims beneficial ownership of the shares held in the RMW 2012 Legacy Trust LLC, and sole beneficial ownership in the RMW 2009 Gift Trust LLC. Mr. Woestemeyer disclaims beneficial ownership of the

shares held in the RMW M 2007 Trust LLC, sole beneficial ownership in the RMW 2009 Gift Trust LLC, and the shares issuable upon the exercise of the stock options held by Mrs. Woestemeyer.

(1) 5,594 shares included in this total represent restricted stock units of Mrs. Woestemeyer that vested on January 10, 2019

(2) 5,594 shares included in this total represent restricted stock units of Mr. Woestemeyer that vested on January 10, 2019

(3) The names assigned to these beneficially owned accounts may be different than the names appearing on the face of the original stock certificates. Certain of the originally-named accounts have been combined (in whole or in part), and/or converted to trust LLCs, but the tax numbers assigned to each current listed account have remained the same since issuance of the original stock certificates.

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(b) Percent of class: 10.3% \*

\* (Percentage calculation is based on the total outstanding shares reported to the New York Stock Exchange as of December 31, 2018 by the transfer agent, and includes 570,545 treasury shares.)

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote

3,887,403 \*\*

(ii) Shared power to vote or to direct the vote

0

(iii) Sole power to dispose or to direct the disposition of

3,887,403 \*\*

(iv) Shared power to dispose or to direct the disposition of

0

\*\* (15,000 shares of stock, resulting from the exercise of stock options, are held at a separate brokerage firm by Mrs. Woestemeyer.)

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following ".

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

Not applicable

Item 8. Identification and Classification of Members of the Group

Not applicable

Item 9. Notice of Dissolution of Group

Not applicable

Item 10. Certification

Not applicable

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 4, 2019

/s/ Damian Olthoff, attorney-in-fact for Ronald F. Woestemeyer

/s/ Damian Olthoff, attorney-in-fact for Mariette M. Woestemeyer

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